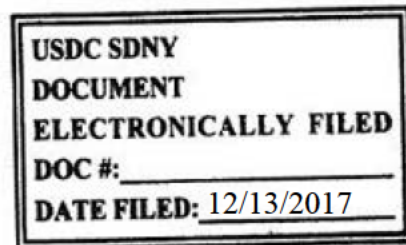


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK



WESTCHESTER PUTNAM COUNTIES)
HEAVY & HIGHWAY LABORERS LOCAL 60)
BENEFIT FUNDS, Individually and on Behalf of)
All Others Similarly Situated,)

Plaintiff,)

v.)

BRIXMOR PROPERTY GROUP INC.,)
MICHAEL CARROLL, MICHAEL)
PAPPAGALLO, AND STEVEN SPLAIN,)

Defendants.)

Case No.: 1:16-cv-02400 (AT)(SN)

CLASS ACTION

ORDER APPROVING PLAN OF ALLOCATION

WHEREAS, Lead Plaintiffs' Motion for Final Approval of the Class Action Settlement and Plan of Allocation of Settlement Proceeds (the "Motion," ECF Nos. 79, 80) duly came before the Court for hearing on December 6, 2017. The Court has considered the Motion and all supporting and other related materials, including the matters presented at the December 6, 2017 hearing. Due and adequate notice having been given to the Settlement Class as provided by the Court's Order dated July 31, 2017 preliminarily approving the Settlement and Providing for Notice (the "Preliminary Approval Order," ECF No. 75), and the Court having considered all papers filed and proceedings herein and otherwise being fully informed;

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. This Order incorporates by reference the definitions set forth in the Stipulation and Agreement of Settlement (ECF No. 74), and all capitalized terms used, but not defined herein, shall have the same meaning as in the Stipulation.

2. This Court has jurisdiction over the subject matter of the Action, and all matters relating to the Settlement, as well as personal jurisdiction over all of the Parties and each of the members of the Settlement Class.

3. Pursuant to and in compliance with Rule 23 of the Federal Rules of Civil Procedure, this Court hereby finds and concludes that due and adequate notice was directed to persons and entities who are Settlement Class Members, advising them of the Plan of Allocation and of their right to object thereto, and a full and fair opportunity was accorded to persons and entities who are Settlement Class Members to be heard with respect to the Plan of Allocation. There have been no objections to the Plan of Allocation.

4. The Court hereby finds and concludes that the Plan of Allocation, which is set forth in the Notice (*see* ECF No. 74, Exhibit A-1), provides a fair and equitable basis upon which to allocate the proceeds of the Net Settlement Fund among members of the Settlement Class who submit valid Claim Forms.

5. The Court therefore hereby finds and concludes that the Plan of Allocation is, in all respects, fair and equitable to the Settlement Class. Accordingly, the Court approves the Plan of Allocation proposed by Lead Plaintiffs. The allocation and distribution of the Net Settlement Fund to Authorized Claimants as set forth in the Plan of Allocation will be accomplished as soon as reasonably possible.

6. The finality of the Judgment entered with respect to the Settlement shall not be affected in any manner by this Order, or any appeal from this Order approving the Plan of Allocation.

7. There is no just reason for delay in the entry of this Order, and immediate entry by the Clerk of Court is expressly directed.

SO ORDERED.

Dated: December 13, 2017
New York, New York



Honorable Analisa Torres
United States District Judge